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**FILED**

CERTIFICATE OF MERGER

OCT 2 1988

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*H. J. [Signature]*  
SECRETARY OF STATE

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The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the names of the constituent corporations, both organized and existing under the laws of the State of Delaware, are Caribe General Electric Products, Inc. and General Electric Caribbean Services, Inc.

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by both of the constituent corporations in accordance with the requirements of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is Caribe General Electric Products, Inc.

FOURTH: Effective on the date of the merger, the Certificate of Incorporation of Caribe General Electric Products, Inc. shall be amended by including within Article "THIRD" the following additional paragraphs:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

To repair, maintain, modify, furnish, construct and operate electrical, electronic, mechanical and communications equipment, instrumentation and piping, including the rendering of advice with regard to such equipment.

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To furnish facilities to, and perform projects for industrial, utility, marine, governmental and commercial customers including furnishing of technical services, related civil works, and training and educational services to such customers.

To engage in the distribution of consumer products of every type and description, including parts therefor.

FIFTH: That, except as amended, the Certificate of Incorporation of Caribe General Electric Products, Inc., a Delaware corporation, shall be the Certificate of Incorporation of the surviving corporation.

SIXTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 1590 Ponce de Leon Avenue, Rio Piedras, Puerto Rico.

SEVENTH: That a copy of the Agreement and Plan of Merger has been furnished by the surviving corporation to General Electric Company, sole stockholder of both the constituent corporations.

EIGHTH: This Certificate of Merger shall be effective on October 3, 1986.

Dated: Sept. 29, 1986

CARIBE GENERAL ELECTRIC PRODUCTS, INC.

By Edward O. Kelly  
President

ATTEST:

By Leonard C. Peterson  
Secretary